



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of        page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 17 2004



*Kevin Shelley*  
Secretary of State

**ARTICLES OF INCORPORATION  
OF  
BUILD IT GREEN**

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

**I. NAME**

JAN - 8 2004

The name of this corporation is BUILD IT GREEN.

**KEVIN SHELLEY**  
Secretary of State

**II. PURPOSE**

A. This corporation is a nonprofit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.

B. This corporation is organized exclusively for educational purposes within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States Internal Revenue law. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States Internal Revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States Internal Revenue law.

C. The specific purpose of this corporation shall be to further educational aspects of design and construction practices that are environmentally friendly ("Green Building") in, but not limited to, the San Francisco Bay Area, thus promoting continued health, financial savings, and social responsibility for homeowners and those in the building and remodeling industry by providing information relating to Green Building topics, classes and seminars on Green Building practices, and providing lists of suppliers and service providers that follow Green Building guidelines.

**III. AGENT FOR SERVICE OF PROCESS**

The name and address in the State of California of this corporation's initial agent for service of process is:

Richard A. Lyons, Esq.  
Wendel Rosen, Black & Dean LLP  
1111 Broadway, 24<sup>th</sup> Floor  
Oakland, CA 94607

**IV. TAX-EXEMPT STATUS**

A. No substantial part of the activities of this corporation shall consist of lobbying or carrying on propaganda, or otherwise attempting to influence legislation, except as provided in

Internal Revenue Code Section 501(h); this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

B. All property of this corporation is irrevocably dedicated to educational purposes as set forth in Article II. No part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

C. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit corporation which is organized and operated exclusively for educational purposes consistent with the purposes set forth in Article II and which has established its tax exempt status under Internal Revenue Code Section 501(c)(3).

## V. INDEMNIFICATION

A. The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California Law.

B. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5328(a) of the California Corporations Code, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of this corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

C. Any repeal or modification of this Article V shall only be prospective and shall not affect the rights under this Article V in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

Dated: January 7, 2004

Richard A. Lyons  
Richard A. Lyons, Incorporator

